



**NOTICE FOR
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND
EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS
PT BANK TABUNGAN PENSUNAN NASIONAL Tbk**

The Board of Directors of PT Bank Tabungan Pensiunan Nasional Tbk (the "Company"), having its place of domicile in South Jakarta, hereby invites the shareholders of the Company to attend the annual General Meeting of Shareholders and the extra-ordinary General Meeting of Shareholders (the "Meeting") which will be convened as follows:

Day / Date : Friday, 29 April 2016
Time : 09.00 West Indonesia Time – end
Venue : Ballroom 1, Lobby Level
Fairmont Jakarta
Jl. Asia Afrika No.8
Gelora Bung Karno, Senayan
Jakarta Pusat 10270

With agenda as follows:

I. THE ANNUAL GENERAL MEETING OF SHAREHOLDERS:

1. **Submission of the Annual Report (which includes the report on the supervision by the Board of Commissioners) for book year ended on 31 December 2015.**

Explanation:

This item of the agenda is in compliance with Article 9 clause 4 of the Articles of Association of the Company in conjunction with Article 66 of the Law number 40 Year 2007 regarding Limited Liability Companies (the "Law No.40/2007").

2. **Approval of the Annual Report and ratification of the audited Financial Statements of the Company for book year ended on 31 December 2015 and the grant of release and discharge (acquitt et de-charge) to the members of the Board of Directors and the Board of Commissioners of the Company for the management and supervision performed in book year ended on 31 December 2015.**

Explanation:

This item of the agenda is in compliance with Article 9 clause 4 of the Articles of Association of the Company in conjunction with Article 69 of the Law No. 40/2007.

3. **To determine on the appropriation of the Company's net profit acquired in book year ended on 31 December 2015.**

Explanation:

This item of the agenda is in compliance with Article 21 clause 1 of the Articles of Association of the Company in conjunction with Article 71 of the Law No.40/2007.

4. **Confirmation on the expiration of the term of office of the current incumbent members of the Board of Directors and the members of the Board of Commissioners of the Company and appointment of new members of the Board of Directors and the Board of Commissioners of the Company.**

Explanation:

Pursuant to Article 14 clause 2 and Article 17 clause 2 of the Articles of Association of the Company, the term of office of the incumbent members of the Board of Directors and the Board of Commissioners of the Company shall expire on the closing of the Annual GMOS. Therefore, the Annual GMOS shall appoint new members of the Board of Directors and the Board of Commissioners.

5. **To determine the amount and form of salary and remunerations to the Board of Directors and the amount and form of honorarium and remunerations to the Board of Commissioners for book year ending on 31 December 2016 and to determine the amount of bonus payable to the members of the Board of Directors and the Board of Commissioners for services rendered in book year ended on 31 December 2015.**

Explanation:

This item of the agenda is in compliance with Article 14 clause 5 of the Articles of Association of the Company in conjunction with Article 96 of the Law No.40/2007 and Article 17 clause 4 of the Articles of Association of the Company in conjunction with Article 113 of the Law No.40/2007.

6. **Appointment of the Public Accountant to audit the books of the Company for book year ending on 31 December 2016 and determination of amount of honorarium and other conditions of appointment of such Public Accountant.**

Explanation:

This item of the agenda is in compliance with Article 9 clause 4 of the Articles of Association of the Company and Article 68 of the Law No. 40/2007.

II. THE EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. **To re-confirm the resolution on the Management And Employee Stock Option Program (MESOP Program) resolved in the Extra-Ordinary General Meeting of Shareholders convened on 26 March 2015 and to confer authorization and to grant powers to the Board of Commissioners to perform all acts for or in connection with the implementation of the MESOP Program, among others (however not limited to) from time to time to increase the issued and paid up capital of the Company, in accordance with the resolution of aforesaid Extra-Ordinary General Meeting Of Shareholders.**

Explanation:

This item of the agenda is in compliance with Article 41 clause (1) and clause (2) of the Law No. 40/2007 which provides that transfer of authorization to the Board of Commissioners to increase the amount of the capital of the Company is for a term not exceeding 1 (one) year.

2. **To approve the establishment of the Employee Stock Option Program (ESOP Program) and the implementation of said ESOP Program by the increase of the issued and paid up capital of the Company by way of issuance of new shares without granting Priority Rights To Subscribe Securities to the shareholders, however by granting options to the employees of the Company to purchase such newly issued shares.**

Explanation:

This item of the agenda is submitted in order to give opportunity to the employees of the Company to acquire shares in the Company so as to enhance feeling of co-ownership among those employees, subject to the regulation of the Financial Services Authority number 38/POJK.04/2014 dated 29 December 2014.

Notes:

- The Company does not send a special notice to the shareholders, as pursuant to Article 10 clause 5 of the Articles of Association of the Company in conjunction with Article 13 clause (3) the Regulation of the Financial Services Authority number 32/POJK.04/2014 this advertisement constitutes an official notification.
- Those entitled to attend the Meeting are the shareholders of the Company whose names shall be registered in the Register of Shareholders of the Company on 6 April 2016 at 16.00 hours, West Indonesia Time, and or the shareholders registered at the securities sub account with PT Kustodian Sentral Efek Indonesia (KSEI) on the closing of share trading at the Indonesian Stock Exchange on 6 April 2016.
- Prior entering into the Meeting room, a shareholder or the proxy holder of a shareholder intending to attend the Meeting is required to present a photo copy of Residence Identity Card or other personal identification. Representative of a legal entity shareholder is required to present photo copies of the latest Articles of Association, a deed of appointment of the latest management and a power of attorney (if required). A shareholder whose shares are under collective deposit with PT Kustodian Sentral Efek Indonesia (KSEI) is required to present a Written Confirmation For Meeting (Konfirmasi Tertulis Untuk Rapat/KTUR) obtained from the securities company or the custodian bank where the shareholder maintain his securities account.
- A shareholder who is not able to attend the Meeting may be represented by a proxy. A member of the Board of Directors or the Board of Commissioners and the employees of the Company may act as proxy of a shareholder in the Meeting, however votes cast by them as proxy holder in the Meeting shall not be computed in the voting.
- Form of proxy may be obtained from the Securities Administration Bureau (Kantor Biro Administrasi Efek/BAE) of the Company, namely PT Datindo Entrycom, Puri Datindo-Wisma Sudirman, Jalan Jenderal Sudirman, Lot 34, Jakarta 10220. Proxies which have been duly completed must be returned to the BAE of the Company at above mentioned address not later than 28 April 2016.
- Materials regarding the agenda that shall be discussed and resolved in the Meeting, among others the Annual Report of the Company, are available at the office of the Company during the office hours of the Company from the date of the notice of the Meeting to the date of the Meeting. Detailed information of the agenda of the Meeting may be obtained from the web sites of the Indonesian Stock Exchange and the Company. The address of the head office of the Company is as follows:

PT Bank Tabungan Pensiunan Nasional Tbk
Menara BTPN, Lantai 29
CBD Mega Kuningan
Jl. Dr. Ide Anak Agung Gde Agung, Kav 5.5 – 5.6
Jakarta Selatan 12950
Telp. (021) 30026200, Fax. (021) 30026307
Att. Corporate Secretary

7. For the good order, and to facilitate a smooth Meeting, the shareholders or their proxy holders are required to be present at the location of the Meeting for registration not later than 15 minutes before the commencement of the Meeting. A shareholder or its proxy holder present after the opening of the Meeting by the Chairman shall be deemed to be not present and therefore shall not be entitled to submit any proposal and/or ask question and nor entitled to cast any vote in the Meeting.

Jakarta, 7 April 2016
PT Bank Tabungan Pensiunan Nasional Tbk
The Board of Directors